

**United States Bankruptcy Court
Southern District of Texas**

In re **Alpha Red, Inc.**

Debtor(s)

Case No. **08-37782**Chapter **7**

STATEMENT OF FINANCIAL AFFAIRS*

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT ¹	SOURCE ²
\$8,200,697.00	2008 YTD: Operations
\$9,833,739.00	2007: Operations
\$5,451,366.00	2006: Operations

***General Note:** This document has been filed by Douglas J. Brickley, the chapter 7 trustee (the "Trustee"). The Trustee's signature on this document should, in no way, be considered a testament to the truth or validity of the information contained herein. The Trustee has created this document solely based on the information available to him in his capacity as chapter 7 trustee, chapter 11 trustee, and state court receiver of Alpha Red, Inc. The Trustee has taken great care to verify the information to the extent feasible, however, the Trustee could not, and cannot verify all information contained herein. Creditors and parties in interest are cautioned to NOT RELY on the information contained in these documents.

Notes:

1. It is unknown if all revenues were reported into the accounting records as James R. McCreary IV represented the amounts to the CPA firm preparing the financial information and the firm did not perform an audit on such representations.

2. The Debtor paid the professional accounting firm of Matthew Aycock, CPA, PC to prepare books and records, financial information and federal tax returns. During the preparation of such returns, the firm noted that they complied the statements on an income tax basis and the financial statements were prepared on the accounting basis that the Company used for income tax purposes. (The income tax basis is a comprehensive basis of accounting other than general accepted accounting principles.)

2. Income other than from employment or operation of business

None
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None
☐

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITOR

DATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

See Attachment 3a

None
☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERS

AMOUNT
PAID OR
VALUE OF
TRANSFERS
\$0.00

AMOUNT STILL
OWING
\$0.00

None
☐

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID
\$0.00

AMOUNT STILL
OWING
\$0.00

See Attachment 3c

4. Suits and administrative proceedings, executions, garnishments and attachmentsNone
☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
State of Washington v. James Reed McCreary IV, individually and as part of his marital community; BRANCH SOFTWARE, Inc., a Texas Corporation also doing business as REGISTRY CLEANER XP; and ALPHA RED, INC. a Texas Corporation 08-2-33486-4SEA	Violating the Computer Spyware Act and the Unfair Business Practices-Consumer Protection Act	State of Washington, King County Superior Court	Pending
305A-HQ-C1411872-E	Chile Exploitation Material in Violation of Federal Law	U.S. Department of Justice/FBI	Resolved
In re: Subscriber Information CUSTODIAN OF RECORDS ALPHA RED INC. No. M080013	Order for Subscriber Information	The State of Ohio, Hamilton County Court of Common Pleas Criminal Division	Resolved
Commonwealth v. John Doe	Subpoena for Subscriber Information	The Commonwealth of Massachusetts, Middlesex District Attorney	Resolved
Megaupload Ltd. v. Alpha Red, Inc. and James Reed McCreary IV Cause No. 2008-61054	Emergency Application for Temporary Injunction	164th District Court, Harris County, Texas	unknown

None
☒

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returnsNone
☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receivershipsNone
☒

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None
☐

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
Douglas J. Brickley 1221 McKinney, Suite 2850 Houston, TX 77010	Harris County District Court, 164th Division; Megaupload Ltd. v. Alpha Red, Inc., and James Reed McCreary IV; Cause No. 2008-61054	10/24/2008	all of the Debtor's assets¹

Notes:

1. Prior to the Receiver being appointed, certain thefts or other improper dispositions or transfers of the Debtor's assets may have occurred, including monetary and physical theft. The Receiver was only able to take possession of all items available at the time of his appointment.

7. Gifts

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None
☒

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. LossesNone
☐

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
Company Assets- Houston- unknown value	Prior to and during the transition period to the Chapter 11 filing date, there appears to be company assets that are no longer within the company's control or possession. However, prior to the Chapter 11 filing date, certain information and documentation showed that such assets existed within the possession and control of the company.	Late 2008
Company Assets- Dallas-unknown value	Prior to and during the transition period to the Chapter 11 filing date, there appears to be company assets that are no longer within the company's control or possession. However, prior to the Chapter 11 filing date, certain information and documentation showed that such assets existed within the possession and control of the company.	Late 2008

9. Payments related to debt counseling or bankruptcyNone
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Okin Adams & Kilmer LLP 1113 Vine Street Houston, TX 77002	11/21/2008	\$20,000.00 (the retainer balance was \$9,120.76 as of the petition date.)

10. Other transfersNone
☐

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
See Attachment 3c		

None
☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

11. Closed financial accountsNone
☒

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING

12. Safe deposit boxesNone
☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

13. SetoffsNone
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATE OF SETOFF

AMOUNT OF SETOFF

14. Property held for another personNone
☐

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER

DESCRIPTION AND VALUE OF PROPERTY

LOCATION OF PROPERTY

See Attached List**15. Prior address of debtor**None
☒

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

16. Spouses and Former SpousesNone
☒

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None
☒

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS

NAME AND ADDRESS OF
GOVERNMENTAL UNITDATE OF
NOTICEENVIRONMENTAL
LAWNone
☒

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS

NAME AND ADDRESS OF
GOVERNMENTAL UNITDATE OF
NOTICEENVIRONMENTAL
LAWNone
☒

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of businessNone
☒

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None
☒

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None
☐

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Matthew Aycock, CPA, PC¹
7500 San Felipe, Suite 885
Houston, TX 77063

DATES SERVICES RENDERED

Early 2008

None
☐

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Matthew Aycock, CPA, PC¹

ADDRESS

7500 San Felipe, Suite 885
Houston, TX 77063

DATES SERVICES RENDERED

Early 2008

None
☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Matthew Aycock, CPA, PC¹
Early in 2008

ADDRESS

7500 San Felipe, Suite 885
Houston, TX 77063

James R. McCreary IV²
Until Fall 2008

103 South Seasons Trace
Spring, TX 77382

Ben Pannell
Until Fall 2008

1521 Michigan Street
Houston, TX 77006

Notes:

1. Available information shows that this firm was hired in late 2007 or early 2008 to complete prior years' financial information and federal tax returns for the Debtor covering all years back to 2004 and the current year, 2008. All correspondence from this firm indicates services were performed in January 2008 at the earliest.

2. As indicated by the firm, Matthew Aycock, CPA, PC, Mr. McCreary provided the firm with representations of account balances and amounts, including income statement accounts, as well as assets, liabilities and equity accounts.

None
☐

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

V.S.N. Produktie B.V.
Keizersveld 83 5803 AP Venray
the Netherlands

DATE ISSUED

9/17/2008

20. Inventories

None
☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

None
☒

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS**21 . Current Partners, Officers, Directors and Shareholders**None
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None
☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP
82% Common Stock**James R. McCreary IV**
103 South Seasons Trace
Spring, TX 77382**CEO/Founder****V.S.N. Produktie B.V.¹**
Keizersveld 83 5803 AP Venray
the Netherlands**Investor****18% Common Stock**

Notes:

1. Mr. McCreary and the Debtor (through McCreary) entered into a Securities Purchase Agreement Dated September 17, 2008 with V.S.N. Produktie B.V. for approximately 18% of the company stock.

22 . Former partners, officers, directors and shareholdersNone
☒a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☐b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION
10/3/2008**James R. McCreary IV**
103 South Seasons Trace
Spring, TX 77382**CEO/Founder****Dan Woods**
522 Broken Lance
Dripping Springs, TX 78620**Director****Sept-Oct 2008****Mark Peters**
c/o Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004**Director****October 2008**

23 . Withdrawals from a partnership or distributions by a corporationNone
☐

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR
See Attachment 3c

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.None
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.None
☒

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date May 24, 2010

Signature /s/ Douglas Brickley*
Douglas Brickley
Chapter 7 Trustee for Alpha Red, Inc.

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

*** This document has been filed by Douglas J. Brickley, the chapter 7 trustee (the "Trustee"). The Trustee's signature on this document should, in no way, be considered a testament to the truth or validity of the information contained herein. The Trustee has created this document solely based on the information available to him in his capacity as chapter 7 trustee, chapter 11 trustee, and state court receiver of Alpha Red, Inc. The Trustee has taken great care to verify the information to the extent feasible, however, the Trustee could not, and cannot verify all information contained herein. Creditors and parties in interest are cautioned to NOT RELY on the information contained in these documents.**

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3a

NAME OF CREDITOR	ADDRESS	CITY	STATE	ZIP	DATES OF PAYMENTS	AMOUNT PAID	SERVICES PROVIDED	AMOUNT STILL OWING
Cogent Communications	1015 31st Street, NW	Washington	DC	20007	9/17/2008	\$ 250,000.00	internet bandwidth	see last payment
Cogent Communications	1015 31st Street, NW	Washington	DC	20007	9/17/2008	\$ 198,000.00	internet bandwidth	\$ 22,571,093.95
Manatt, Phelps & Phillips	11355 West Olympic Blvd	Los Angeles	CA	90064	9/17/2008	\$ 38,424.41	legal	
Myriad Supply	10 West 18th Street	New York	NY	10011	9/17/2008	\$ 5,110.74	equip. leasing	
Colo-Dallas	4347 W NW highway Suite 120-295	Dallas	TX	75220	9/18/2008	\$ 114,721.51	office lease space	\$ 27,961.61
Icc Computer Concepts, Inc.	819 Diers Ave Suite 6	Grand Island	NE	68803	9/18/2008	\$ 87,466.66		
Level 3 Communications	1025 Eldorado Boulevard	Broomfield	CO	80021	9/18/2008	\$ 170,890.14	internet bandwidth	\$ 357,384.06
Northwestern Mutual Life Ins.	720 E. Wisconsin Avenue	Milwaukee	WI	53202	9/18/2008	\$ 780.49	life insurance	
Softmart	450 Acorn Lane	Downingtown	PA	19335	9/18/2008	\$ 114,203.40		\$ 11,541.56
ADP Payroll Fees	13141 Northwest Freeway	Houston	TX	77040	9/19/2008	\$ 619.43	payroll processing	
Bandwidth Consulting, Inc.	151 Kalmar Drive, suite M2	Costa Mesa	CA	92626	9/19/2008	\$ 100,000.00	internet bandwidth	\$ 2,201,305.53
Myriad Supply	10 West 18th Street	New York	NY	10011	9/19/2008	\$ 50,000.00	equip. leasing	
Myriad Supply	10 West 18th Street	New York	NY	10011	9/19/2008	\$ 825.00	equip. leasing	
N. Gil Electric Co.	10134 Olga Street	Houston	TX	77065	9/19/2008	\$ 2,100.00		
Nutump	9655 Industrial Drive	Bridgeview	IL	60455	9/19/2008	\$ 6,090.00		
Myriad Supply	10 West 18th Street	New York	NY	10011	9/22/2008	\$ 2,525.00	equip. leasing	
Adobe Systems	801 N 34th St, Seattle	Seattle	WA	98103	9/23/2008	\$ 2,159.59	software	
ADP TX/Finl Svc ADP	13141 Northwest Freeway	Houston	TX	77040	9/23/2008	\$ 22,774.12	payroll processing	
Bankcard - Mtot Dep	< unknown >				9/23/2008	\$ 129.80	credit card services	
BMW Financial Services	P.O. Box 650700	Hunt Valley	MD	21065	9/23/2008	\$ 2,309.19	auto leasing	
Champion Energy Services	7904 N. Sam Houston Pkwy., Suite 200	Houston	TX	77064	9/23/2008	\$ 18,349.25	electrical provider	
Dell Financial Services	One Dell Way	Round Rock	TX	78682	9/23/2008	\$ 968.64	equip. leasing	\$ 554,644.4
Lease Services	< unknown >				9/23/2008	\$ 2,220.06	equip. leasing	
CIT Technology Financing	P.O. Box 550599	Jacksonville	FL	32255	9/24/2008	\$ 462.32		
Dei Technology	One Viper Way	Vista	CA	92081	9/24/2008	\$ 7,983.00		\$ 122,596.73
Lange Mechanical Services	P.O. Box 11	Houston	TX	77001	9/24/2008	\$ 4,288.48		
Wedge Properties	1415 Louisiana St, Suite 3000	Houston	TX	77002	9/24/2008	\$ 18,275.31	office lease space	
ASI Corp	c/o The Kaplan Group 2250 King Court, Suite 50	San Louis Obispo	CA	93401	9/25/2008	\$ 165.00		
Icc Computer Concepts, Inc./TechLease	819 Diers Ave Suite 6	Grand Island	NE	68803	9/25/2008	\$ 92,698.67	equip. leasing	
Myriad Supply	10 West 18th Street	New York	NY	10011	9/25/2008	\$ 1,475.00	equip. leasing	
UCM/GP-1301 Fannin, LP	1301 Fannin Street, # 2400	Houston	TX	77002	9/25/2008	\$ 60,483.93	office lease space	
Bankcard - Mtot Dep	< unknown >				9/26/2008	\$ 232.53	credit card services	
Blue Cross Blue Shield of Texas	901 S. Central Expressway	Richardson	TX	75080	9/26/2008	\$ 7,697.19	health insurance	
J5 Enterprises (J. Lombardi)	< unknown >	McKinney	TX	75069	9/26/2008	\$ 1,802.00		see last payment
U.S. Treasury	P.O. Box 57	Bensalem	PA	19020	9/26/2008	\$ 23,000.00	tax collector	
United Shipping Solutions (USS)	6985 Union Park Ave, Suite 565	Midvale	UT	84047	9/26/2008	\$ 6,503.78	courier / shipping	
Wells Fargo Financial Leasing	P.O. Box 6434	Carol Stream	IL	60197	9/26/2008	\$ 2,548.29	equip. leasing	
Wells Fargo Financial Leasing	P.O. Box 6434	Carol Stream	IL	60197	9/26/2008	\$ 544.51	equip. leasing	\$ 227,185.63
Bankcard - Mtot Dep	< unknown >				9/29/2008	\$ 179.70	credit card services	
Burnett Staffing	9800 Richmond Ave	Houston	TX	77042	9/29/2008	\$ 4,905.53	staffing	
Chase Bank	P.O. Box 260180	Baton Rouge	LA	70826	9/29/2008	\$ 210.00	banking services	
CSC Leasing	6806 Paragon Place	Richmond	VA	23230	9/29/2008	\$ 8,112.06	equip. leasing	
CSC Leasing	6806 Paragon Place	Richmond	VA	23230	9/29/2008	\$ 4,561.42	equip. leasing	
Dell Marketing	P.O. Box 676021 c/o Dell USA, L.P.	Dallas	TX	75267	9/29/2008	\$ 4,093.30		

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3a

NAME OF CREDITOR	ADDRESS	CITY	STATE	ZIP	DATES OF PAYMENTS	AMOUNT PAID	SERVICES PROVIDED	AMOUNT STILL OWING
GMAC	P. O. Box 380901	Bloomington	MN	55438	9/29/2008	\$ 891.27	auto leasing	
Key Equipment Finance	11030 Circle Point RD	Westminster	CO	80020	9/29/2008	\$ 2,738.52	equip. leasing	\$ 118,987.24
Myriad Supply	10 West 18th Street	New York	NY	10011	9/29/2008	\$ 149.00	equip. leasing	
US Express Leasing	10 Waterview Blvd.	Parsippany	NJ	07054	9/29/2008	\$ 948.68		
Velocity Electronics LP	2208 Energy Drive	Austin	TX	78758	9/29/2008	\$ 3,080.00		
Bankcard - Mtot Dep	< unknown >				9/30/2008	\$ 199.60	credit card services	
CIT Technology Financing	P.O. Box 550599	Jacksonville	FL	32255	9/30/2008	\$ 703.34		
FiberLight LLC	3655 Brookside PKWY	Alpharetta	GA	30022	9/30/2008	\$ 5,800.00	internet bandwidth	\$ 34,800.00
AEL Financial	P.O. Box 88046	Milwaukee	WI	53288	10/1/2008	\$ 3,082.06	equip. leasing	
AEL Financial	P.O. Box 88046	Milwaukee	WI	53288	10/1/2008	\$ 2,752.13	equip. leasing	
AEL Financial	P.O. Box 88046	Milwaukee	WI	53288	10/1/2008	\$ 1,974.75	equip. leasing	
First Federal Leasing	31 North 9th Street	Richmond	IN	47374	10/1/2008	\$ 3,290.23	equip. leasing	\$ 93,098.40
Bankcard - Mtot Disc	< unknown >				10/2/2008	\$ 8,472.54	credit card services	
Enterprise Funding	4308 Three Mile Road, NW	Grand Rapids	MI	49534	10/2/2008	\$ 2,197.13		
Jonathan Box	(was paid via Paypal)				10/2/2008	\$ 2,000.00		
Bankcard - Mtot Disc	< unknown >				10/3/2008	\$ 2,074.40	credit card services	
Chase Bank	P.O. Box 260180	Baton Rouge	LA	70826	10/3/2008	\$ 748.20	banking services	
American Express	P.O. Box 981532	El Paso	TX	79998	10/6/2008	\$ 5,472.55	credit card services	
Bankcard - Mtot Disc	< unknown >				10/6/2008	\$ 437.08	credit card services	
Meta Experts	(was paid via Paypal)				10/6/2008	\$ 10,300.00		
Techease LLC	1702 DeVaul Ranch RD	San Louis Obispo	CA	93405	10/6/2008	\$ 19,461.48	equip. leasing	
American Express	P.O. Box 981532	El Paso	TX	79998	10/7/2008	\$ 2,298.85	credit card services	
MB Financial	P.O. Box 685	Roanoke	TX	76262	10/7/2008	\$ 3,524.26	auto leasing	
Logix Communications	P.O. Box 3608	Houston	TX	77253	10/14/2008	\$ 1,140.13	equip. leasing	
Bank of The West	180 Montgomery Street	San Francisco	CA	94104	10/15/2008	\$ 1,585.70	banking services	
Chase Bank	P.O. Box 260180	Baton Rouge	LA	70826	10/21/2008	\$ 78,000.00	office lease space	
UCM/GP-1301 Fannin, LP	1301 Fannin Street, # 2400	Houston	TX	77002	10/21/2008	\$ 836.27	credit card services	
Mastercard	< unknown >				10/28/2008	\$ 59,491.02	office lease space	\$ 80,882.20
UCM/GP-1301 Fannin, LP	1301 Fannin Street, # 2400	Houston	TX	77002	11/5/2008	\$ 20,000.00	legal	\$ (10,000.00)
Okin Adams & Kilmer LLP	1113 Vine Street, Suite 201	Houston	TX	77002	11/21/2008	\$ 6,453.63	office lease space	\$ 123,605.96
1415 LOUISIANA (Wedge)	1415 Louisiana St, Suite 3000	Houston	TX	77002	11/24/2008	\$ 5,300.00		
Teller Cashed Check	Amegy Bank / 113011258	Dallas	TX	75201	12/1/2008	\$ 15,000.00	Receivship - legal	
Munsch Hardt Kopf & Harr Pc	3800 Lincoln Plaza				12/2/2008	\$ 10,000.00	Retainer	
Teller Cashed Check					12/2/2008	\$ 5,000.00	Retainer	
Teller Cashed Check	Amegy Bank / 113011258	Houston	TX	77002	12/3/2008	\$ 2,300.00	Receiver	
Okin Adams & Kilmer LLP	1113 Vine Street, Suite 201	Houston	TX	77002	12/3/2008	\$ 1,039.00	Bankruptcy filing fee	
Teller Cashed Check - Cash					12/3/2008	\$ 500.00	Cash - Moving expenses	
Ubersmith Inc	10333 Harwin Drive, Suite 386	Houston	TX	77063	12/4/2008	\$ 2,989.00	software	
AcroNOC, Inc	5316 Hwy 290 West, Suite 310	Austin	TX	78735	12/5/2008	\$ 11,090.00	operations	
Premium Financing Specialists	10333 Harwin Drive, Suite 386	Houston	TX	77063	12/9/2008	\$ 210.69	insurance	
AcroNOC, Inc	10333 Harwin Drive, Suite 386	Houston	TX	77063	12/11/2008	\$ 15,525.00	operations	
AcroNOC, Inc	10333 Harwin Drive, Suite 386	Houston	TX	77063	12/11/2008	\$ 13,380.23	operations	

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3c

BENEFICIARY	PAYEE	ADDRESS	CITY / PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	12/18/2007	check	\$ 3,500.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	12/19/2007	check	\$ 5,000.00
James McCreary	James McCreary	103 South Seasons Trace	The Woodlands	TX		Insider	12/20/2007	ATM withdrawal	\$ 500.00
James McCreary	Gallery Furniture		Houston	TX		Insider	12/20/2007	debit card purchase	\$ 736.07
James McCreary	Mercedes Benz		n/a			Insider	12/20/2007	wire transfer	\$ 1,887.90
James McCreary	Mercedes Benz		n/a			Insider	12/20/2007	wire transfer	\$ 2,497.82
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	12/21/2007	check	\$ 595.99
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	12/21/2007	check	\$ 795.99
James McCreary	Cinemark		The Woodlands	TX		Insider	12/22/2007	debit card purchase	\$ 20.50
James McCreary	Texaco Oil		Houston	TX		Insider	12/22/2007	debit card purchase	\$ 55.34
James McCreary	Beverage Shoppe		The Woodlands	TX		Insider	12/22/2007	debit card purchase	\$ 150.17
James McCreary	Kirby Steakhouse Restaurant		Timber	TX		Insider	12/22/2007	debit card purchase	\$ 210.58
James McCreary	James McCreary		Shenandoah	TX		Insider	12/22/2007	ATM withdrawal	\$ 802.50
James McCreary	Progressive Autoparts		Houston	TX		Insider	12/23/2007	debit card purchase	\$ 2,928.90
James McCreary	Texaco Oil		Houston	TX		Insider	12/23/2007	debit card purchase	\$ 37.49
James McCreary	Chuy's Restaurant		Shenandoah	TX		Insider	12/23/2007	debit card purchase	\$ 64.91
James McCreary	James McCreary		The Woodlands	TX		Insider	12/23/2007	ATM withdrawal	\$ 202.00
James McCreary	Williams-Sonoma		The Woodlands	TX		Insider	12/23/2007	debit card purchase	\$ 247.66
James McCreary	Sony Style Wood		The Woodlands	TX		Insider	12/23/2007	debit card purchase	\$ 827.92
James McCreary	24 hour fitness gym		The Woodlands	TX		Insider	12/26/2007	debit card purchase	\$ 81.49
James McCreary	James McCreary	103 South Seasons Trace	n/a			Insider	12/27/2007	check	\$ 4,000.00
James McCreary	Shell Oil		Spring	TX	77382	Insider	12/29/2007	debit card purchase	\$ 54.18
James McCreary	Best Buy		The Woodlands	TX		Insider	12/29/2007	debit card purchase	\$ 225.13
James McCreary	Outback Steakhouse Restaurant		The Woodlands	TX		Insider	12/29/2007	debit card purchase	\$ 890.15
James McCreary	Pappasio's Cantina Restaurant		Conroe	TX		Insider	12/30/2007	debit card purchase	\$ 69.04
James McCreary	James McCreary		Houston	TX		Insider	12/31/2007	debit card purchase	\$ 29.60
James McCreary	Star Furniture		Spring	TX	77382	Insider	1/2/2008	check	\$ 2,000.00
James McCreary	James McCreary		Houston	TX		Insider	1/3/2008	debit card purchase	\$ 2,782.01
James McCreary	James McCreary	103 South Seasons Trace	The Woodlands	TX		Insider	1/4/2008	ATM withdrawal	\$ 600.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/4/2008	check	\$ 9,000.00
James McCreary	Smoothie Factory Restaurant		Dallas	TX		Insider	1/5/2008	debit card purchase	\$ 4.93
James McCreary	Morgan's Taxi and Limo		The Woodlands	TX		Insider	1/5/2008	debit card purchase	\$ 50.70
James McCreary	Shell Oil		Houston	TX		Insider	1/5/2008	debit card purchase	\$ 82.07
James McCreary	Pappadeaux Restaurant		Houston	TX		Insider	1/5/2008	debit card purchase	\$ 169.95
James McCreary	Baker Street Restaurant		The Woodlands	TX		Insider	1/6/2008	debit card purchase	\$ 59.93
James McCreary	Hilton Hotel		Houston	TX		Insider	1/6/2008	debit card purchase	\$ 87.03
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/8/2008	check	\$ 3,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	1/9/2008	check	\$ 798.20
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/10/2008	check	\$ 4,000.00
James McCreary	Jasper's Restaurant		The Woodlands	TX		Insider	1/12/2008	debit card purchase	\$ 125.00
James McCreary	Popeye's Restaurant		Houston	TX		Insider	1/13/2008	debit card purchase	\$ 19.68
James McCreary	Target		McKinney	TX		Insider	1/13/2008	debit card purchase	\$ 27.05
James McCreary	ExxonMobil		McKinney	TX		Insider	1/13/2008	debit card purchase	\$ 42.88
James McCreary	James McCreary		Las Vegas	NV		Insider	1/14/2008	ATM withdrawal	\$ 1,004.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/14/2008	check	\$ 2,000.00
James McCreary	James McCreary	Las Vegas	Las Vegas	NV		Insider	1/15/2008	ATM withdrawal	\$ 603.75
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/17/2008	check	\$ 4,000.00
James McCreary	Mercedes Benz		n/a			Insider	1/22/2008	check	\$ 3,000.00
James McCreary	James McCreary	103 South Seasons Trace	Houston	TX		Insider	1/22/2008	bank withdrawal	\$ 3,000.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/24/2008	check	\$ 2,000.00
James McCreary	24 hour fitness gym		n/a			Insider	1/25/2008	debit card purchase	\$ 81.49
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/25/2008	check	\$ 2,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	1/28/2008	check	\$ 598.20
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/28/2008	check	\$ 2,000.00
James McCreary	BMW		n/a			Insider	1/29/2008	check	\$ 1,096.93
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/29/2008	check	\$ 2,059.40
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/30/2008	check	\$ 2,500.00

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3c

BENEFICIARY	PAYEE	ADDRESS	CITY / PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATE OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/1/2008	check	\$ 3,000.00
James McCreary	ExxonMobil		Houston	TX		Insider	2/2/2008	debit card purchase	\$ 25.83
James McCreary	ExxonMobil		Houston	TX		Insider	2/3/2008	debit card purchase	\$ 31.59
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77382	Insider	2/4/2008	check	\$ 1,400.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/4/2008	check	\$ 3,000.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/5/2008	check	\$ 3,000.00
James McCreary	Aqua Car Wash Express		The Woodlands	TX		Insider	2/6/2008	ATM withdrawal	\$ 100.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/6/2008	debit card purchase	\$ 155.97
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/6/2008	check	\$ 2,000.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/7/2008	check	\$ 3,000.00
James McCreary	James McCreary	103 South Seasons Trace	Hong Kong	TX	77382	Insider	2/13/2008	ATM withdrawal	\$ 264.23
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/13/2008	check	\$ 1,500.00
James McCreary	James McCreary	103 South Seasons Trace	Houston	TX	77006	Insider	2/15/2008	check	\$ 798.19
James McCreary	James McCreary	1521 Michigan Street	Spring	TX	77382	Insider	2/15/2008	check	\$ 8,000.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/16/2008	debit card purchase	\$ 24.73
James McCreary	James McCreary	103 South Seasons Trace	Houston	TX	77382	Insider	2/17/2008	debit card purchase	\$ 53.31
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/20/2008	check	\$ 2,000.00
James McCreary	Alex Mercedes	League City	League City	TX		Insider	2/20/2008	debit card purchase	\$ 8,034.69
James McCreary	Pappas Barbeque	Conroe	Conroe	TX		Insider	2/23/2008	debit card purchase	\$ 11.04
James McCreary	Wal-Mart Supercenter	The Woodlands	The Woodlands	TX		Insider	2/23/2008	debit card purchase	\$ 40.23
James McCreary	Luby's Cafe Restaurant	The Woodlands	The Woodlands	TX		Insider	2/23/2008	debit card purchase	\$ 59.18
James McCreary	Fry's Electronics	Houston	Houston	TX		Insider	2/23/2008	debit card purchase	\$ 178.43
James McCreary	24 hour fitness gym	n/a	n/a			Insider	2/25/2008	debit card purchase	\$ 81.49
James McCreary	Mercedes Benz	n/a	n/a			Insider	2/25/2008	wire transfer	\$ 1,675.80
James McCreary	Mercedes Benz	n/a	n/a			Insider	2/25/2008	wire transfer	\$ 1,995.64
Dan Woods	Dan Woods	103 South Seasons Trace	Spring	TX	77382	Insider	2/27/2008	check	\$ 2,844.08
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/27/2008	check	\$ 5,000.00
James McCreary	Didownload.com		n/a			Insider	2/27/2008	check	\$ 5,300.00
James McCreary	Didownload.com		n/a			Insider	2/28/2008	debit card purchase	\$ 1.33
James McCreary	Didownload.com		n/a			Insider	2/28/2008	debit card purchase	\$ 1.33
James McCreary	Didownload.com		n/a			Insider	2/28/2008	debit card purchase	\$ 1.33
James McCreary	Didownload.com		n/a			Insider	2/28/2008	debit card purchase	\$ 1.33
James McCreary	Ernst.com		n/a			Insider	2/28/2008	debit card purchase	\$ 1.33
James McCreary	Beaport.com		n/a			Insider	2/28/2008	debit card purchase	\$ 9.99
James McCreary	ExxonMobil		n/a			Insider	2/29/2008	debit card purchase	\$ 99.94
James McCreary	ExxonMobil		n/a			Insider	3/1/2008	debit card purchase	\$ 53.05
James McCreary	ExxonMobil		n/a			Insider	3/2/2008	debit card purchase	\$ 45.30
James McCreary	ExxonMobil		n/a			Insider	3/3/2008	debit card purchase	\$ 22.86
James McCreary	ExxonMobil		n/a			Insider	3/3/2008	debit card purchase	\$ 598.20
James McCreary	ExxonMobil		n/a			Insider	3/3/2008	check	\$ 1,500.00
James McCreary	ExxonMobil		n/a			Insider	3/4/2008	debit card purchase	\$ 14.90
James McCreary	ExxonMobil		n/a			Insider	3/4/2008	debit card purchase	\$ 41.73
James McCreary	ExxonMobil		n/a			Insider	3/5/2008	debit card purchase	\$ 35.13
James McCreary	ExxonMobil		n/a			Insider	3/5/2008	check	\$ 811.08
James McCreary	ExxonMobil		n/a			Insider	3/5/2008	wire transfer	\$ 1,096.93
James McCreary	ExxonMobil		n/a			Insider	3/5/2008	wire transfer	\$ 2,059.40
James McCreary	ExxonMobil		n/a			Insider	3/8/2008	debit card purchase	\$ 63.82
James McCreary	ExxonMobil		n/a			Insider	3/9/2008	debit card purchase	\$ 11.67
James McCreary	ExxonMobil		n/a			Insider	3/9/2008	debit card purchase	\$ 72.49
James McCreary	ExxonMobil		n/a			Insider	3/10/2008	debit card purchase	\$ 0.99
James McCreary	ExxonMobil		n/a			Insider	3/10/2008	debit card purchase	\$ 10.49
James McCreary	ExxonMobil		n/a			Insider	3/10/2008	check	\$ 15,000.00
James McCreary	ExxonMobil		n/a			Insider	3/11/2008	debit card purchase	\$ 3.66
James McCreary	ExxonMobil		n/a			Insider	3/11/2008	debit card purchase	\$ 10.79
James McCreary	ExxonMobil		n/a			Insider	3/12/2008	debit card purchase	\$ 1.88
James McCreary	ExxonMobil		n/a			Insider	3/12/2008	debit card purchase	\$ 17.44

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3c

BENEFICIARY	PAYEE ⁽¹⁾	ADDRESS	CITY / PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	3/13/2008	check	\$ 5,000.00
James McCreary	BMW		n/a			Insider	3/14/2008	check	\$ 1,096.93
James McCreary	James McCreary	103 South Seasons Trace	Houston	TX	77382	Insider	3/17/2008	ATM withdrawal	\$ 42.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	3/18/2008	check	\$ 4,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	3/20/2008	check	\$ 798.20
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77382	Insider	3/20/2008	check	\$ 811.07
James McCreary	BMW		n/a			Insider	3/25/2008	wire transfer	\$ 2,309.19
James McCreary	24 hour fitness gym		n/a			Insider	3/27/2008	debit card purchase	\$ 81.49
James McCreary	James McCreary	103 South Seasons Trace	Dallas	TX	77382	Insider	3/27/2008	ATM withdrawal	\$ 203.00
James McCreary	Mercedes Benz		n/a			Insider	3/28/2008	check	\$ 2,000.00
James McCreary	BMW		n/a			Insider	3/28/2008	check	\$ 2,059.40
James McCreary	Mercedes Benz		n/a			Insider	3/28/2008	check	\$ 2,500.00
James McCreary	Enusic.com		n/a			Insider	3/28/2008	check	\$ 9.99
James McCreary	Rudy's BBQ restaurant		Spring	TX	77382	Insider	3/29/2008	debit card purchase	\$ 40.34
James McCreary	Exxon/Mobil		Madisonville	TX	77382	Insider	3/30/2008	debit card purchase	\$ 55.64
James McCreary	Amazon Music Download		n/a			Insider	3/31/2008	debit card purchase	\$ 10.59
James McCreary	Amazon Music Download		n/a			Insider	3/31/2008	debit card purchase	\$ 10.79
James McCreary	Amazon Music Download		n/a			Insider	3/31/2008	debit card purchase	\$ 10.79
James McCreary	Amazon Music Download		n/a			Insider	4/1/2008	debit card purchase	\$ 2.87
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77382	Insider	4/2/2008	debit card purchase	\$ 10.39
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/2/2008	check	\$ 1,400.00
James McCreary	Amazon Music Download		n/a			Insider	4/3/2008	debit card purchase	\$ 9.60
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	4/4/2008	check	\$ 598.20
Dan Woods	Dan Woods		n/a			Insider	4/4/2008	check	\$ 2,844.08
Dan Woods	Pappasio's Cantina Restaurant		Houston	TX	77382	Insider	4/4/2008	check	\$ 2,844.08
James McCreary	Bourbon Orleans		New Orleans	LA	70001	Insider	4/6/2008	debit card purchase	\$ 58.44
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77382	Insider	4/7/2008	debit card purchase	\$ 519.54
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/7/2008	check	\$ 811.08
James McCreary	Mercedes Benz		n/a			Insider	4/8/2008	wire transfer	\$ 1,675.80
James McCreary	Mercedes Benz		n/a			Insider	4/8/2008	wire transfer	\$ 2,495.64
James McCreary	Mercedes Benz		n/a			Insider	4/8/2008	wire transfer	\$ 2,902.14
James McCreary	Inwoods Best Car Wash		Dallas	TX	77382	Insider	4/10/2008	debit card purchase	\$ 27.79
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/10/2008	check	\$ 5,000.00
James McCreary	James McCreary	103 South Seasons Trace	The Woodlands	TX	77382	Insider	4/11/2008	ATM withdrawal	\$ 502.00
James McCreary	Miraksson		n/a			Insider	4/12/2008	debit card purchase	\$ 9.99
James McCreary	Exxon/Mobil		Spring	TX	77382	Insider	4/16/2008	check	\$ 3,000.00
James McCreary	Chervon		The Woodlands	TX	77382	Insider	4/19/2008	debit card purchase	\$ 50.54
James McCreary	Radisson Hotel		Dallas	TX	77382	Insider	4/19/2008	debit card purchase	\$ 65.00
James McCreary	James McCreary		Houston	TX	77382	Insider	4/22/2008	debit card purchase	\$ 273.70
James McCreary	James McCreary		Dallas	TX	77382	Insider	4/23/2008	ATM withdrawal	\$ 502.00
James McCreary	BMW		n/a			Insider	4/25/2008	ATM withdrawal	\$ 200.00
James McCreary	24 hour fitness gym		n/a			Insider	4/25/2008	wire transfer	\$ 2,309.19
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/25/2008	debit card purchase	\$ 82.25
James McCreary	Enusic.com		n/a			Insider	4/25/2008	check	\$ 9.99
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77382	Insider	4/25/2008	debit card purchase	\$ 7,000.00
Dan Woods	Dan Woods		n/a			Insider	4/28/2008	check	\$ 500.00
Dan Woods	Dan Woods		n/a			Insider	4/28/2008	check	\$ 2,844.08
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/28/2008	check	\$ 4,000.00
James McCreary	James McCreary		Houston	TX	77382	Insider	4/29/2008	ATM withdrawal	\$ 102.00
Ben Pannell	Ben Pannell	1521 Michigan Street	n/a			Insider	5/2/2008	wire transfer	\$ 4,331.74
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	5/5/2008	check	\$ 162.91
James McCreary	James McCreary	103 South Seasons Trace	Houston	TX	77006	Insider	5/5/2008	check	\$ 268.19
James McCreary	Mercedes Benz		Spring	TX	77382	Insider	5/7/2008	check	\$ 9,000.00
James McCreary	Mercedes Benz		n/a			Insider	5/8/2008	wire transfer	\$ 1,837.90

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3c

BENEFICIARY	PAYEE ⁽¹⁾	ADDRESS	CITY / PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	BMW		n/a			Insider	5/8/2008	wire transfer	\$ 2,365.41
James McCreary	Mercedes Benz		n/a			Insider	5/8/2008	wire transfer	\$ 2,497.82
Dan Woods	Dan Woods		n/a			Insider	5/8/2008	check	\$ 2,844.08
Dan Woods	Dan Woods		n/a			Insider	5/8/2008	check	\$ 2,844.08
James McCreary	Mercedes Benz		n/a			Insider	5/8/2008	wire transfer	\$ 2,902.14
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77389	Insider	5/9/2008	check	\$ 1,600.00
James McCreary	ExxonMobil		The Woodlands	TX		Insider	5/10/2008	debit card purchase	\$ 43.51
James McCreary	Kirby Steakhouse Restaurant		Timber	TX		Insider	5/10/2008	debit card purchase	\$ 178.58
Ben Pannell	Valero		Spring	TX		Insider	5/11/2008	debit card purchase	\$ 74.37
James McCreary	Ben Pannell	1521 Michigan Street	Houston	TX	77066	Insider	5/14/2008	check	\$ 798.20
James McCreary	Mercedes Benz		n/a			Insider	5/14/2008	check	\$ 4,878.06
James McCreary	James McCreary		The Woodlands	TX		Insider	5/16/2008	ATM withdrawal	\$ 200.00
James McCreary	Hotel Zaza Bar Restaurant		Dallas	TX		Insider	5/17/2008	debit card purchase	\$ 29.00
James McCreary	Chertron		Dallas	TX		Insider	5/17/2008	debit card purchase	\$ 29.99
James McCreary	James McCreary		Dallas	TX		Insider	5/17/2008	ATM withdrawal	\$ 202.95
James McCreary	Hotel Zaza Bar Restaurant		Dallas	TX		Insider	5/17/2008	debit card purchase	\$ 255.00
James McCreary	Love's Country		Hutchins	TX		Insider	5/18/2008	debit card purchase	\$ 47.46
James McCreary	Valero		Spring	TX		Insider	5/18/2008	debit card purchase	\$ 73.24
James McCreary	Fr's Electronics		Houston	TX		Insider	5/18/2008	debit card purchase	\$ 442.66
James McCreary	The Ivy Lounges Restaurant		Dallas	TX		Insider	5/18/2008	debit card purchase	\$ 846.65
James McCreary	James McCreary		Houston	TX		Insider	5/20/2008	ATM withdrawal	\$ 202.50
James McCreary	James McCreary		n/a			Insider	5/20/2008	check	\$ 1,000.00
James McCreary	James McCreary		Dallas	TX		Insider	5/21/2008	ATM withdrawal	\$ 207.95
James McCreary	James McCreary		Dallas	TX		Insider	5/21/2008	ATM withdrawal	\$ 207.95
James McCreary	Love's Country		Hutchins	TX		Insider	5/21/2008	check	\$ 9,000.00
James McCreary	24 hour fitness gym		n/a			Insider	5/24/2008	debit card purchase	\$ 60.95
James McCreary	James McCreary		Houston	TX		Insider	5/25/2008	debit card purchase	\$ 32.25
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77066	Insider	5/27/2008	ATM withdrawal	\$ 502.00
James McCreary	BMW		n/a			Insider	5/27/2008	check	\$ 598.20
James McCreary	Emusic.com		n/a			Insider	5/27/2008	wire transfer	\$ 2,209.19
Dan Woods	Dan Woods		n/a			Insider	5/28/2008	debit card purchase	\$ 9.99
James McCreary	James McCreary		n/a			Insider	5/28/2008	check	\$ 2,844.08
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77066	Insider	5/29/2008	check	\$ 5,000.00
James McCreary	Whataburger		Houston	TX		Insider	5/30/2008	bank withdrawal	\$ 10,000.00
James McCreary	Uptown Bar & Grill Restaurant		Dallas	TX		Insider	5/31/2008	debit card purchase	\$ 14.36
James McCreary	ExxonMobil		Dallas	TX		Insider	6/1/2008	debit card purchase	\$ 34.50
James McCreary	Wal-Mart Supercenter		Conroe	TX		Insider	6/1/2008	debit card purchase	\$ 70.41
Ben Pannell	Ben Pannell	1521 Michigan Street	The Woodlands	TX		Insider	6/1/2008	debit card purchase	\$ 89.36
James McCreary	James McCreary		Houston	TX	77066	Insider	6/2/2008	bank withdrawal	\$ 5,000.00
James McCreary	James McCreary		Houston	TX		Insider	6/3/2008	ATM withdrawal	\$ 210.00
James McCreary	James McCreary		Houston	TX		Insider	6/4/2008	ATM withdrawal	\$ 242.00
James McCreary	Progressive Autosports		Houston	TX		Insider	6/4/2008	debit card purchase	\$ 2,500.00
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	6/9/2008	debit card purchase	\$ 510.00
James McCreary	Chris Carlton		n/a			Insider	6/9/2008	check	\$ 2,000.00
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	6/9/2008	wire transfer	\$ 9,000.00
James McCreary	Mercedes Benz		n/a			Insider	6/10/2008	debit card purchase	\$ 2,497.82
Dan Woods	Dan Woods		n/a			Insider	6/10/2008	check	\$ 2,836.58
James McCreary	Mercedes Benz		n/a			Insider	6/10/2008	check	\$ 2,844.08
James McCreary	BMW		n/a			Insider	6/11/2008	debit card purchase	\$ 2,902.14
James McCreary	James McCreary		n/a			Insider	6/12/2008	check	\$ 2,059.40
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	6/12/2008	wire transfer	\$ 56,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Europe			Insider	6/13/2008	ATM withdrawal	\$ 795.21
James McCreary	BMW		Houston	TX	77066	Insider	6/13/2008	check	\$ 798.18
James McCreary	James McCreary		n/a			Insider	6/13/2008	check	\$ 1,096.93
James McCreary	James McCreary		Houston	TX		Insider	6/18/2008	ATM withdrawal	\$ 262.00
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	6/18/2008	wire transfer	\$ 4,000.00
James McCreary	James McCreary		Houston	TX		Insider	6/23/2008	ATM withdrawal	\$ 302.00

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3c

BENEFICIARY	PAYEE ⁽¹⁾	ADDRESS	CITY / PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	6/23/2008	wire transfer	\$5,000.00
James McCreary	BMW		n/a			Insider	6/24/2008	debit card purchase	\$ 2,509.19
James McCreary	Valero		Spring	TX		Insider	6/28/2008	debit card purchase	\$ 83.43
James McCreary	Chevron		Ellisville	MS		Insider	6/28/2008	debit card purchase	\$ 100.00
James McCreary	James McCreary		Ellisville	MS		Insider	6/28/2008	ATM withdrawal	\$ 202.50
James McCreary	ExxonMobil		Aberdeen	MD		Insider	6/29/2008	debit card purchase	\$ 38.53
James McCreary	Sunoco		Brunswick	NJ		Insider	6/29/2008	debit card purchase	\$ 50.02
James McCreary	ExxonMobil		Rockville	MD		Insider	6/29/2008	debit card purchase	\$ 100.00
James McCreary	Foodland Plus Grocery		Payne	AL		Insider	6/29/2008	debit card purchase	\$ 111.71
Dan Woods	Dan Woods		n/a			Insider	6/30/2008	check	\$ 2,844.08
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	6/30/2008	wire transfer	\$20,000.00
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77391	Insider	7/1/2008	wire transfer	\$1.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	7/1/2008	check	\$ 598.20
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77391	Insider	7/1/2008	wire transfer	\$1,399.00
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	7/3/2008	wire transfer	\$5,000.00
James McCreary	James McCreary		Hong Kong			Insider	7/4/2008	ATM withdrawal	\$ 797.56
James McCreary	James McCreary		Hong Kong			Insider	7/5/2008	ATM withdrawal	\$ 132.12
Dan Woods	Dan Woods		n/a			Insider	7/10/2008	check	\$ 10,841.15
James McCreary	Mercedes Benz		n/a			Insider	7/11/2008	debit card purchase	\$ 10.81
James McCreary	Blockbuster.com		n/a			Insider	7/11/2008	debit card purchase	\$ 19.99
James McCreary	Emusic.com		n/a			Insider	7/11/2008	debit card purchase	\$ 443.55
James McCreary	Tickets Now		n/a			Insider	7/12/2008	debit card purchase	\$ 24.00
James McCreary	Treece		Dallas	TX		Insider	7/14/2008	check	\$ 2,500.00
James McCreary	Mercedes Benz		n/a			Insider	7/14/2008	check	\$ 3,000.00
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77391	Insider	7/17/2008	wire transfer	\$2,500.00
James McCreary	James McCreary		wire to McCreary's Wachovia account			Insider	7/17/2008	wire transfer	\$ 2,509.19
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	7/22/2008	check	\$ 82.25
James McCreary	BMW		n/a			Insider	7/23/2008	wire transfer	\$ 11.99
James McCreary	24 hour fitness gym		n/a			Insider	7/25/2008	debit card purchase	\$ 2,844.08
James McCreary	Emusic.com		n/a			Insider	7/27/2008	debit card purchase	\$ 2,844.08
Dan Woods	Dan Woods		n/a			Insider	7/28/2008	check	\$ 2,844.08
Dan Woods	Dan Woods		n/a			Insider	7/28/2008	check	\$ 2,844.08
James McCreary	James McCreary		Houston	TX		Insider	7/28/2008	bank withdrawal	\$ 5,000.00
James McCreary	Christine James McCreary					Insider	7/30/2008	wire transfer	\$10.00
James McCreary	James McCreary		The Woodlands			Insider	7/30/2008	wire transfer	\$19,990.00
James McCreary	Progressive Autoports		Houston	TX		Insider	8/4/2008	ATM withdrawal	\$ 202.00
Dan Woods	Dan Woods		n/a			Insider	8/4/2008	debit card purchase	\$ 1,825.63
James McCreary	Mercedes Benz		n/a			Insider	8/8/2008	check	\$ 855.73
James McCreary	Mercedes Benz		n/a			Insider	8/8/2008	wire transfer	\$ 2,495.64
Dan Woods	Dan Woods		n/a			Insider	8/8/2008	wire transfer	\$ 2,804.28
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77391	Insider	8/8/2008	check	\$ 2,844.08
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/8/2008	wire transfer	\$3,500.00
James McCreary	Progressive Autoports		n/a			Insider	8/12/2008	check	\$ 6,095.00
James McCreary	BMW		n/a			Insider	8/12/2008	wire transfer	\$ 1,500.00
James McCreary	BMW		n/a			Insider	8/12/2008	wire transfer	\$ 2,248.71
James McCreary	James McCreary		Custer	OK		Insider	8/12/2008	wire transfer	\$ 4,221.77
James McCreary	James McCreary		The Woodlands	TX		Insider	8/19/2008	ATM withdrawal	\$ 102.95
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/19/2008	ATM withdrawal	\$ 402.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/19/2008	check	\$ 598.20
James McCreary	Victory Park Dallas		Dallas	TX		Insider	8/19/2008	check	\$ 798.19
James McCreary	Pappasito's Cantina Restaurant		Dallas	TX		Insider	8/23/2008	debit card purchase	\$ 46.55
James McCreary	James McCreary		Sanger	TX		Insider	8/24/2008	debit card purchase	\$ 88.24
James McCreary	Love's Country		Santa Rosa	NM		Insider	8/24/2008	debit card purchase	\$ 20.28
James McCreary	Motel 6 Santa Rosa		Dallas	TX		Insider	8/24/2008	debit card purchase	\$ 49.65
James McCreary	Pappasito's Cantina Restaurant		Dallas	TX		Insider	8/24/2008	debit card purchase	\$ 50.90
James McCreary	Love's Country		Clinton	OK		Insider	8/24/2008	debit card purchase	\$ 52.44

Alpha Red, Inc.
Case No. 08-37782
Southern District of Texas, Houston Division
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3c

BENEFICIARY	PAYEE ⁽¹⁾	ADDRESS	CITY/PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	Love's Country		Sangor	TX		Insider	8/24/2008	debit card purchase	\$ 54.63
James McCreary	Fast Stop 24		San Jon	NM		Insider	8/24/2008	debit card purchase	\$ 63.99
James McCreary	BMW		n/a			Insider	8/25/2008	wire transfer	\$ 2,309.19
Dan Woods	Dan Woods		n/a			Insider	8/25/2008	check	\$ 2,836.38
Ben Pannell	Dan Woods		n/a			Insider	8/25/2008	check	\$ 2,844.08
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/26/2008	check	\$ 598.20
James McCreary	James McCreary	1521 Michigan Street	Houston	TX	77006	Insider	8/26/2008	bank withdrawal	\$ 129,282.00
James McCreary	Love's Country		Eloy	AZ		Insider	8/29/2008	ATM withdrawal	\$ 102.95
James McCreary	Valero	Hutchins	Spring	TX		Insider	8/30/2008	debit card purchase	\$ 49.16
James McCreary	James McCreary	Valero	Houston	TX		Insider	8/30/2008	debit card purchase	\$ 61.18
James McCreary	James McCreary	ABC Bonding Co	Houston	TX		Insider	8/30/2008	ATM withdrawal	\$ 702.00
James McCreary	James McCreary	ABC Bonding Co	Houston	TX		Insider	9/2/2008	ATM withdrawal	\$ 902.28
James McCreary	James McCreary	Houston	Houston	TX		Insider	9/4/2008	debit card purchase	\$ 215.00
Dan Woods	Dan Woods	n/a	Europe			Insider	9/4/2008	ATM withdrawal	\$ 742.73
James McCreary	James McCreary		Houston	TX		Insider	9/4/2008	check	\$ 2,836.58
James McCreary	James McCreary		Europe			Insider	9/5/2008	ATM withdrawal	\$ 282.00
James McCreary	James McCreary		Europe			Insider	9/7/2008	ATM withdrawal	\$ 440.24
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	9/8/2008	ATM withdrawal	\$ 880.50
James McCreary	Mercedez Benz		n/a			Insider	9/8/2008	check	\$ 1,060.06
Dan Woods	Dan Woods		n/a			Insider	9/8/2008	wire transfer	\$ 3,524.26
James McCreary	Christine James McCreary		Spring	TX	77382	Insider	9/9/2008	check	\$ 2,844.08
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX		Insider	9/11/2008	wire transfer	\$ 502.00
James McCreary	James McCreary	Houston, TX	Houston			Insider	9/11/2008	ATM withdrawal	\$ 20,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	9/23/2008	bank withdrawal	\$ 5,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/23/2008	wire transfer	\$ 2,309.19
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/25/2008	check	\$ 860.06
James McCreary	Christine James McCreary		Hong Kong, China			Insider	9/26/2008	wire transfer	\$ 1,700,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/26/2008	wire transfer	\$ 165,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/29/2008	wire transfer	\$ 525.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/29/2008	wire transfer	\$ 100.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/29/2008	wire transfer	\$ 200,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/29/2008	wire transfer	\$ 165,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	10/3/2008	wire transfer	\$ 1,610.05
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	10/3/2008	check	\$ 33,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	10/3/2008	wire transfer	\$ 266,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	10/6/2008	wire transfer	\$ 160,000.00
James McCreary	Mercedez Benz		n/a			Insider	10/7/2008	wire transfer	\$ 3,524.26
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/30/2008	wire transfer	\$ 10,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/30/2008	wire transfer	\$ 110,000.00
James McCreary	James and Christine McCreary		Transactions from Epasspote (Jan-June 2008)			Insider	6/30/2008	cash via Epasspote	\$ 35,559.02

Note:

[1] - The list may be incomplete due to missing account statements and lack of true record keeping by Debtor's management. In addition to having the ability to transfer money online in out of Debtor's accounts.

Question No. 14

Property held for another person - ALL

OWNER NAME ¹¹	ADDRESS	CITY	STATE	ZIP	QTY	PROPERTY DESCRIPTION ¹	PROPERTY DESCRIPTION 2	VALUE	LOCATION OF PROPERTY	EASILITY
ACC Capital	P.O. Box 75723	Chicago	IL	60675	1	6509 DFV02	SMGI 148N1DG	\$	10,654	Dallas, TX
ACC Capital	P.O. Box 75723	Chicago	IL	60675	1	6509 DFV03	SC A000 0751	\$	10,654	Dallas, TX
ACC Capital	P.O. Box 75723	Chicago	IL	60675	1	6509 DFV04	TBM063 7016	\$	10,654	Dallas, TX
ACC Capital	P.O. Box 75723	Chicago	IL	60675	1	6509 DFV05	SMGI 126N3X0	\$	10,654	Dallas, TX
ACC Capital	P.O. Box 75723	Chicago	IL	60675	1	6509 H0103	SCG059N3WB	\$	10,654	Houston, TX
ACC Capital	P.O. Box 75723	Chicago	IL	60675	1	6509 H0106	SC A000 00413	\$	10,654	Houston, TX
ACC Capital	P.O. Box 75723	Chicago	IL	60675	1	6509 H0106	SAU073456CD	\$	10,654	Houston, TX
Cisco Systems Financial	P.O. Box 41601	Philadelphia	PA	19101	1	6509 PA004	SMGI 28N3PG		unknown	Los Angeles, CA
Cisco Systems Financial	P.O. Box 41601	Philadelphia	PA	19101	1	6513 SUP0720	SMGI 28N3PG		unknown	Fabo Alto, CA
Cisco Systems Financial	P.O. Box 41601	Philadelphia	PA	19101	1	6509 PA501	SMGI 28N3PG		unknown	Houston, TX
Cisco Systems Financial	P.O. Box 41601	Philadelphia	PA	19101	1	6509 7777	SAU0735N62D		unknown	Ansterdam
Kco Equipment Finance	11030 Circle Point RD	Wenchester	CO	80520	33	Server	Dell PowerEdge R200 Server		unknown	unknown
Kco Equipment Finance	11030 Circle Point RD	Wenchester	CO	80520	17	Server	Dell PowerEdge R200 Server		unknown	unknown
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	IU Fixed Rack Mount Rais for 4 Post Rack		unknown	unknown
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	83,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	83,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	83,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	70,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	70,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
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First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
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First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs Road	Addison	TX	75001	50	Server	Dell R200, 4 GB, 2x300 GB 15k SCSI	\$	75,000	Dallas, TX
First Equipment Company	4851 Keller Springs									

